

BRAE
CORPORATION

RECORDATION NO. 9875-K Filed 1425

AUG 21 1979 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

August 20, 1979

9-223A008

AUG 21 1979

Date.....
in \$ 10.00

H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Washington, D. C.

Dear Mr. Homme:

Enclosed are several copies of Equipment Schedule No. 1 to the Lease Agreement dated as of May 18, 1979 between BRAE Corporation and The East St. Louis Junction R.R. Co. (the "Lease Agreement"). The Lease Agreement was filed and recorded on August 14, 1979, Recordation No. 9875-I. The enclosed Equipment Schedule No. 1, covering boxcars numbered ESLJ 7700-ESLJ 7712 and ESLJ 7714-ESLJ 7750 (all inclusive) replaces Equipment Schedules Nos. I and II covering boxcars numbered ESLJ 0501-ESLJ 0600 (both inclusive) which were filed with the Lease Agreement on August 14, 1979.

The Lease Agreement and the boxcars listed on the enclosed Equipment Schedule No. 1 have been assigned to the Trustee under the Equipment Trust Agreement dated as of November 1, 1978 by and between BRAE Corporation and Morgan Guaranty Trust Company of New York, as Trustee, which was filed and recorded and assigned Recordation No. 9875, as amended by First Amendment dated as of March 1, 1979 which was filed and recorded and assigned Recordation No. 9875-G and by Second Amendment dated as of August 1, 1979 which was filed and recorded and assigned Recordation No. 9875-H. The Equipment listed on Equipment Schedules Nos. I and II (which schedules are replaced by Equipment Schedule No. 1) has not been assigned to the Trustee.

Please file and record Equipment Schedule No. 1 assigning it the first subletter available under Recordation No. 9875 and cross index it under the name of each party as follows:

Lessee:

The East St. Louis Junction R.R. Co.
National City,
Illinois

H. G. Homme, Jr.
August 20, 1979
Page 2

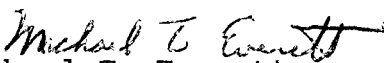
Lessor: BRAE Corporation
Three Embarcadero Center
San Francisco, CA 94111

Assignee: Morgan Guaranty Trust Company
of New York
30 West Broadway
New York, New York 10015

Enclosed is a check payable to the Interstate
Commerce Commission in the amount of \$10, the prescribed
fee for filing and recording the enclosed equipment
schedule.

Please return to the person presenting this letter
your letter confirming such filing and recordation, your
fee receipt therefor and all copies of the enclosed not
required for filing.

Very truly yours,


Michael T. Everett
Assistant Secretary

Interstate Commerce Commission
Washington, D.C. 20423

8/21/79

OFFICE OF THE SECRETARY

Michael T. Everett
Assistant Secretary
Brae Corporation
Three Embarcadero Center
San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/21/79 at 3:00pm , and assigned re-recording number(s). 9875- K

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

EQUIPMENT SCHEDULE No. **AUG 21 1979 - 3 00 PM**

BRAE CORPORATION hereby leases the following Cars to East St. Louis Junction Railroad pursuant to that certain Lease Agreement dated as of May 18, 1978.

A.A.R. Mech. Design	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XM	50'6" Boxcar 10" end-of-car cushioning, nailable steel floors	ESLJ 7700- 7712 7714- 7750	50'6"	9'6"	11'2"	16' Double offset	50

BRAE CORPORATION

BY:

TITLE:

PRESIDENT

DATE:

August 7, 1979

East St. Louis Junction Railroad

BY:

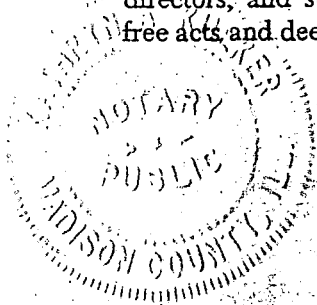
TITLE:

DATE:

July 31, 1979

STATE OF Illinois
COUNTY OF St. Clair }

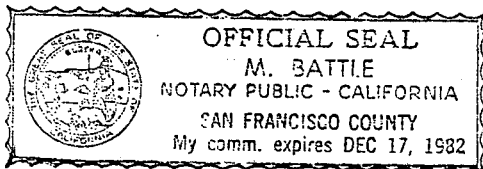
On this 31 day of July, 1979, before me personally appeared Robert Moustrey to me personally known, who being by me duly sworn says that such person is President of E. S. Davis, Inc. K.K., and that the foregoing Lease Agreement, Rider(s) No. and Equipment Schedule(s) No. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.



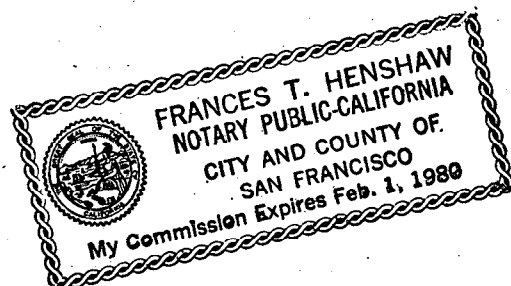
Kathryn O. Kueker
Notary Public

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO }

On this 7th day of August, 1979, before me personally appeared W. G. Texido to me personally known, who being by me duly sworn says that such person is President of BRAE CORPORATION, and that the foregoing Lease Agreement, Rider(s) No. and Equipment Schedule(s) No. were signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instruments were the free acts and deeds of such corporation.



M. Battle
Notary Public



STATE OF CALIFORNIA,
City and County of San Francisco } ss.
I, Frances T. Henshaw, a Notary Public,
State of California, duly commissioned and sworn, do certify that on this 20th
day of August, 1979, I carefully compared the annexed copy of
EQUIPMENT SCHEDULE NO. 1, between Brae Corporation
dated August 7, 1979, and East St. Louis Junction
Railroad, dated July 31, 1979;
with the original thereof,
now in the possession of Heller, Ehrman, White & McAuliffe,
of 44 Montgomery Street, S.F., State of California, and that the
same is a full, true, and exact copy of said original.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal
in the City and County of San Francisco the day and year
in this certificate first above written

Frances T. Henshaw
Frances T. Henshaw

Notary Public, State of California.

My Commission Expires FEBRUARY 1, 1980